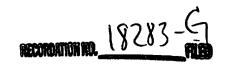
Chapman and Cutler LLP

Attorneys at Law · Focused on Finance*



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SURFACE TRANSPORTATION BOARD

December 28, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re:

TTX Company
Partial Termination of Lease
Lease No. 38-C

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Partial Termination of Lease 38-C dated as of December 28, 2010, between The Bank of New York Mellon Trust Company, N.A. (successor-in-interest to Society National Bank), not in its individual capacity, but solely as Owner Trustee, as lessor ("Lessor"), and TTX Company as lessee ("Lessee").

Please note that the enclosed document relates to the lease agreement previously filed under Recordation Number 18283 and supplements thereto were subsequently filed under Recordation Numbers 18283-B, 18283-C and 18283-D.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: TTX Company

101 North Wacker Drive Chicago, Illinois 60606

Lessor: The Bank of New York Trust Company, N.A.

Bank of New York Mellon Trust

Chicago Corporate Trust

Two North LaSalle Street, Suite 1020

Chicago, IL 60602

Chapman and Cutler LLP

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 214 railcars (including casualties) within the series DTTX 75606 - DTTX 75767, DTTX 720134 - DTTX 720199, DTTX 25334 - DTTX 25357, DTTX 25294 - DTTX 25437, and DTTX 54660 - DTTX 54957 as more specifically described in Schedule 1 attached hereto.

A short summary of the document to appear in the index follows:

Partial Termination of Lease 38-C.

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 2003

Chapman and Cutler LLP

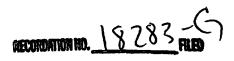
If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3465.

Sincerely,

CHAPMAN AND CUTLER LLP

By Karim R. Merchant

KRM/dk **Enclosures**



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SCHEDULE 1 LEASE NO. 38-C

SURFACE TRANSPORTATION BOARD

PURCHASED RAILCARS

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
Purchased Railcars			
Five-unit articulated double-stack	GUNDERSON	75606 - 75629	47
container well cars with capacity for 20' to 48' containers in all wells -		75702 - 757 12	
DITX		75714 - 75725	
		75758 - 75767	10
Five-unit articulated double-stack container well cars with capacity for 20° to 48° containers in all wells - DTTX	THRALL	720134 - 720138	5
		720139	1 '
		720186 - 720187	13
		720189 - 720199	
Four-unit drawbar-connected double-stack container well cars	THRALL	25334	15
with capacity for 20' to 48' containers in all wells - DTTX		25336 - 25341	
		25344 - 25345	
		25347 - 25349	
		25355 - 25357	
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25294 - 25297	4
		25419 - 25425	16
		25427 - 25429	
		25431 - 25436	

Single-unit double-stack container well cars, with capacity for 20' to	THRALL	54660 - 54695	38
48' containers in all wells - DTTX		54698 - 54699	
		54792 - 54800 54802 - 54804	55
		54807 - 54824	
		54931 - 54934	
		54936 - 54951 54953 - 54957	
		01750 01757	
TOTAL PURCHASED			<u>204</u>
CASUALTIED RAILCARS			
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells -	GUNDERSON	75713	1
DTTX			
Five-unit articulated double-stack	THRALL	720188	1
container well cars with capacity for 20' to 48' containers in all wells - DTTX			
Four-unit drawbar-connected	THRALL	25346	1
double-stack container well cars with capacity for 20' to 48'	4 00/4 20/0	255.15	•
containers in all wells - DTTX			
Three-unit drawbar-connected	THRALL	25426	3
double-stack container well cars		25430	
with capacity for 20' to 48' containers in all wells - DTTX		25437	
Single-unit double-stack container-	THRALL	54801	4
well cars with capacity for 20' to 48' containers in all wells - DTTX		54806	
		54935	
		54952	
TOTAL CASUALTIED			10

TOTAL ALL RAILCARS 214

PARTIAL TERMINATION OF LEASE 38-C (STB)

THIS PARTIAL TERMINATION OF LEASE 38-C is made and entered into as of December 28, 2010 by and between THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor-in-interest to Society National Bank), not in its individual capacity, but solely as Owner Trustee, as Lessor ("Lessor"), and TTX Company as Lessee ("Lessee").

- 1. Lessor has leased to Lessee certain railroad equipment pursuant to the Lease of Railroad Equipment (No. 38-C), dated as of June 30, 1993 (as amended, modified or supplemented, the "Lease"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on June 30, 1993 under Recordation Number 18283 and supplements thereto were subsequently filed under Recordation Numbers 18283-B, 18283-C and 18283-D.
- 2. The Lease, solely with respect to the railroad equipment set forth on Exhibit A attached hereto, is terminated effective as of the date hereof. The Lease shall otherwise remain in full force and effect as to all other Equipment (as defined in the Lease) covered by the Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., not in its individual capacity, but solely as Owner Trustee

By: M Call	han
By: M Csll. Title: VICE	PRESIDENT
TTX COMPANY, as Le	ssee
Ву:	
Title:	

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., not in its individual capacity, but solely as Owner Trustee

Ву:						
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	ine:	V	4-/	Law		

STATE OF	
COUNTY OF COOK)	
County and State, personally appeared M. that (s)he is the VICE PRESIDENT of T N.A., that said instrument was signed on Dece	, 2010, before me, a Notary Public in and for said CALLAHA, who being by me duly sworn, says THE BANK OF NEW YORK MELLON TRUST COMPANY ember 25, 2010 on behalf of said trust company by acknowledged that the execution of the foregoing st company.
IN WITNESS WHEREOF, I have hereunt mentioned.	o set my hand and official seal on the date above
	1 mal
"OFFICIAL SEAL"	Marray D. Vis. 60 As to
Julie Meadors	Name: Solie Meadors Notary Public
Notary Public, State of litinois My Commission Expires 1/7/12	My Commission Expires: /-/-/2_
	Residing in Flin'S
(SEAL)	
•	
STATE OF)	
) SS.:	
COUNTY OF)	t.
County and State, personally appeared of 'that (s)he is the of 'December, 2010 on behalf of said corporati	, 2010, before me, a Notary Public in and for said, who being by me duly sworn, says ITX COMPANY, that said instrument was signed or ion by authority of its Board of Directors, and (s)he oing instrument was the free act and deed of said
IN WITNESS WHEREOF, I have hereunt mentioned.	o set my hand and official seal on the date above
	Name:
	Notary Public
	My Commission Expires:
	Residing in

(SEAL)

STATE OF)	
) SS.:	
COUNTY OF)	
County and State, personally appeared of To N.A., that said instrument was signed on Dece	2010, before me, a Notary Public in and for said, who being by me duly sworn, says HE BANK OF NEW YORK MELLON TRUST COMPANY, mber, 2010 on behalf of said trust company by acknowledged that the execution of the foregoing st company.
IN WITNESS WHEREOF, I have hereunto mentioned.	set my hand and official seal on the date above
(SEAL)	Name: Notary Public My Commission Expires: Residing in
STATE OF <u>IL</u>) COUNTY OF <u>COK</u>) SS.:	
that (s)he is the of T December 25, 2010 on behalf of said corporati	2010, before me, a Notary Public in and for said KLEFT25, who being by me duly sworn, says TTX COMPANY, that said instrument was signed on on by authority of its Board of Directors, and (s)he oing instrument was the free act and deed of said
IN WITNESS WHEREOF, I have hereunto mentioned.	set my hand and official seal on the date above
OFFICIAL SEAL MARY IDEN NOTARY PUBLIC - STATE OF ILLINOIS MY COMMISSION EXPIRES: 10/14/13 (SEAL)	Name: mary Iden Notary Public My Commission Expires: Residing in Chicago IL

EXHIBIT A RAILCARS

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	Number of Cars
PURCHASED RAILCARS	Cimpenson		47
Five-unit articulated double-stack container well cars with capacity for	Gunderson	75606 - 75629	47
20' to 48' containers in all wells -		75702 - 75712	
DIIA		75714 <i>- 75</i> 725	-
		75758 - 75767	10
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL.	720134 - 720138	5
		720139	1
		720186 - 720187	13
		720189 - 720199	
Four-unit drawbar-connected	THRALL	25334	15
double-stack container well cars with capacity for 20' to 48'		25336 - 25341	
containers in all wells - DTTX		25344 - 25345	
		25347 - 25349	
		25355 - 25357	
Maria da Asia da Santa da Sant	77 0-100 - 1 0		
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25294 - 25297	4
		25419 - 25425	16
		25427 - 25429	
•		25431 - 25436	
Single-unit double-stack container well cars, with capacity for 20' to	THRALL	54660 - 54695	38
48' containers in all wells - DTTX		54698 - 54699	
		54792 - 54800 54802 - 54804	55
		54802 - 54804 54807 - 54824	
		54931 - 54934	

54936 - 54951 54953 - 54957

TOTAL PURCHASED			<u>204</u>
Casualtied Railcars			
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	GUNDERSON	75713	1
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	720188	1
Four-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25346	1
Three-unit drawbar-connected	THRALL	25426	3
double-stack container well cars	112012	25430	
with capacity for 20' to 48' containers in all wells - DTTX		25437	
Single-unit double-stack container-	THRALL	54801	4
well cars with capacity for 20' to		54806	•
48' containers in all wells - DTTX		54935	
		54952	
TOTAL CASUALTIED			10
TOTAL ALL RAILCARS			<u>214</u>

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in	n the State of New York and the
District of Columbia, do hereby certify under penal	lty of perjury that I have compared the
attached copy with the original thereof and have for	ound the copy to be complete and
identical in all respects to the original document.	

Dated: 12 28 10

Robert W. Alvord